

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 20, 2011, the Company announced its first quarter earnings for fiscal year 2011. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

As of March 31, 2011, a cumulative total of \$1.3 billion of the Company's convertible debentures have been converted which results in approximately 248 million of common shares outstanding. The remaining face value of convertible debt as of March 31, 2011 is approximately \$425 million, which can be converted into approximately 41 million shares of common stock.

The information furnished shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference into any filing thereunder or under the Securities Act of 1933 unless expressly set forth by specific reference in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Earnings Press Release, dated April 20, 2011

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 20, 2011

E*TRADE FINANCIAL
CORPORATION

By: /s/ Karl A. Roessner

Karl A. Roessner

Corporate Secretary